

9-240A025

14863-41

14863-22

826

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.*

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 393-2266

OF COUNSEL
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

RECORDATION NO. 14863-222 FILED 1425

AUG 28 1989 -2 05 PM

August 25, 1989

RECORDATION NO. 14863-421 FILED 1425

AUG 28 1989 -2 05 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of (1) a Supplement No.2 dated August 25, 1989 to Schedule B Annexed to Amended and Restated Bridge Loan, Chattel Mortgage and Security Agreement dated as of June 30, 1989 (the "Loan Agreement") and (2) a Supplement No. 2 dated August 25, 1989 to Schedule I Annexed to Amended and Restated Assignment of Leases dated as of June 30, 1989 (the "Lease Assignments").

The enclosed secondary documents relate to the Loan Agreement and the Lease Assignments, which were duly filed and recorded on July 6, 1989 under Recordation Numbers 14863-TT and 14863-UU.

The names and addresses of the parties to the enclosed documents are:

Mortgagor/Assignor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Mortgagee/Assignee: Norstar Bank
40 Main Street
Hempstead, NY 11531

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule I attached hereto and made a part hereof.

C. Kappler

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
August 25, 1989
Page 2

The undersigned is agent for the Mortgagor/Assignor named above for the purpose of submitting the enclosed documents for filing and recordation.


Also enclosed is a check in the amount of \$26 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Suite 200, Washington, D.C. 20006.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement No. 2 dated August 25, 1989 to Schedule B Annexed to Amended and Restated Bridge Loan, Chattel Mortgage and Security Agreement dated June 30, 1989, and Supplement No. 2 dated August 25, 1989 to Schedule I Annexed to Amended and Restated Assignment of Leases dated as of June 30, 1989, covering the release and deletion of 269 railcars.

Very truly yours,


Charles T. Kappler

CTK/skh
Enclosures

SCHEDULE I

<u>RPTG MARK/ CAR NO</u>	<u>RPTG MARK/ CAR NO</u>	<u>RPTG MARK/ CAR NO</u>	<u>RPTG MARK/ CAR NO</u>
ACFX 41185	ACFX 51750	ACFX 51844	ACFX 72535
" 41186	" 51751	" 51845	" 72538
" 41187	" 51752	" 51846	" 72539
" 41188	" 51753	" 51847	" 72540
" 41651	" 51754	" 51848	" 72541
" 41652	" 51755	" 51849	" 72542
" 41653	" 51756	" 51850	" 72543
" 41654	" 51757	" 51851	" 72544
" 41655	" 51758	" 51909	" 72545
" 41656	" 51759	" 51910	" 72546
" 41657	" 51760	" 51911	" 72547
" 41658	" 51761	" 51912	" 72548
" 41659	" 51762	" 51913	" 72549
" 41660	" 51763	" 51914	" 72699
" 41661	" 51764	" 51915	" 72700
" 41662	" 51765	" 51916	" 72706
" 41663	" 51766	" 51917	" 72710
" 41664	" 51767	" 51918	" 72712
" 41665	" 51768	" 51919	" 72717
" 41666	" 51769	" 51920	" 72718
" 41667	" 51770	" 65357	" 72757
" 41668	" 51771	" 65358	" 72758
" 41669	" 51772	" 65359	" 72759
" 41670	" 51773	" 65360	" 72760
" 41671	" 51774	" 65361	" 72761
" 41672	" 51775	" 65362	" 72762
" 41673	" 51776	" 65363	" 72763
" 41674	" 51777	" 65364	" 72764
" 51689	" 51778	" 65365	" 72765
" 51690	" 51779	" 65366	" 72766
" 51695	" 51780	" 65367	" 72767
" 51733	" 51781	" 65368	" 72768
" 51735	" 51782	" 65369	" 72769
" 51736	" 51783	" 65370	" 72770
" 51737	" 51784	" 65371	" 72771
" 51738	" 51785	" 65372	" 72772
" 51739	" 51786	" 65373	" 72773
" 51740	" 51787	" 65374	" 72774
" 51741	" 51788	" 65375	" 72775
" 51742	" 51789	" 65376	" 72777
" 51743	" 51790	" 65377	" 72778
" 51744	" 51791	" 72523	" 72779
" 51745	" 51792	" 72524	" 72780
" 51746	" 51793	" 72526	" 72781
" 51747	" 51794	" 72530	" 72782
" 51748	" 51795	" 72531	" 72783
" 51749	" 51843	" 72534	" 72784

RPTG MARK/
CAR NO

ACFX 72785
" 72786
" 72787
" 72788
" 72789
" 72790
" 72791
" 72792
" 72793
" 72794
" 72795
" 72796
" 72797
" 72798
" 72799
" 72800
" 72801
" 72802
" 72803
" 72804
" 72805
" 72806
" 72807
" 72808
" 72809
" 72810
" 72811
" 72812
" 72813
" 72814
" 72815
" 72816
" 72817
" 72833
" 72835
" 72836
" 72837
" 72840
" 72841
" 72842
" 72843
" 72844
" 72846
" 72847
" 72848
" 72849
" 72850
" 72851
" 72852

RPTG MARK/
CAR NO

ACFX 72853
" 72855
" 72856
" 72857
" 72863
" 72864
" 72866
" 72868
" 72870
" 72871
" 72872
" 72873
" 72874
" 72875
" 72877
" 72880
" 72881
" 72882
" 72883
" 72884
" 72885
" 72886
" 72887
" 72888
" 72889
" 72890
" 72891
" 72892
" 72893
" 72894
" 72895
" 77429

SUPPLEMENT TO AMENDED AND RESTATED BRIDGE LOAN,
CHattel MORTGAGE AND SECURITY AGREEMENT

SUPPLEMENT NO. 2

TO

SCHEDULE B

ANNEXED TO AMENDED AND RESTATED BRIDGE LOAN
CHattel MORTGAGE AND SECURITY AGREEMENT

DATED JUNE 30, 1989

BETWEEN

ACF INDUSTRIES, INCORPORATED

("DEBTOR")

AND

NORSTAR BANK ("BANK")

RECORDATION NO. 1486344

FILED 1425

AUG 28 1989 - 2 05 PM
STATE COMMERCE COMMISSION

WHEREAS, Debtor and the Bank entered into a certain Amended and Restated Bridge Loan, Chattel Mortgage and Security Agreement dated June 30, 1989 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Bank agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Bank this Supplement to Amended and Restated Bridge Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Bank to make or maintain the Loans that Debtor shall execute and deliver to the Bank this Supplement to Amended and Restated Bridge Loan, Chattel Mortgage and Security Agreement;


NOW, THEREFORE, the parties hereto hereby agree as follows:

Schedule B to the Loan Agreement is hereby amended by deleting therefrom the following described Collateral (as defined in the Loan Agreement) which Collateral is hereby released from the liens and encumbrances created under and pursuant to the Loan Agreement:

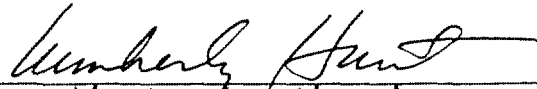
See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused
this Supplement to be duly executed this 25th day of August 1989.

ACF INDUSTRIES, INCORPORATED

By 
Name: ROBERT J. MITCHELL
Title: TREASURER

NORSTAR BANK

By 
Name: Kimberly Hunt
Title: Sr. Vice President

STATE OF NEW YORK)
 :
COUNTY OF NEW YORK) SS.:

On this 24th day of August, 1989, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 3 Woodland Drive, Woodbury, N.Y., that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Richard M. Kahn

RICHARD M. KAHN
Notary Public, State of New York
No. 31-4862573
Qualified in New York County
Certificate Filed in New York County
Commission Expires July 14, 1990

STATE OF NEW YORK)
 :
COUNTY OF NEW YORK) SS.:

On this 23 day of August, 1989, before me personally came Kimberly Hunt, to me known, who being to me duly sworn, did depose and say that she resides at 9 Bank Street, New York, N.Y., that she is the Senior Vice President of NORSTAR BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.

Regina L. Edelman

REGINA L. EDELMAN
NOTARY PUBLIC, State of New York
No. 41-4505178
Qualified in Queens County
Commission Expires February 28, 1990

SCHEDULE I

<u>RPTG MARK/ CAR NO</u>	<u>RPTG MARK/ CAR NO</u>	<u>RPTG MARK/ CAR NO</u>	<u>RPTG MARK/ CAR NO</u>
ACFX 41185	ACFX 51750	ACFX 51844	ACFX 72535
" 41186	" 51751	" 51845	" 72538
" 41187	" 51752	" 51846	" 72539
" 41188	" 51753	" 51847	" 72540
" 41651	" 51754	" 51848	" 72541
" 41652	" 51755	" 51849	" 72542
" 41653	" 51756	" 51850	" 72543
" 41654	" 51757	" 51851	" 72544
" 41655	" 51758	" 51909	" 72545
" 41656	" 51759	" 51910	" 72546
" 41657	" 51760	" 51911	" 72547
" 41658	" 51761	" 51912	" 72548
" 41659	" 51762	" 51913	" 72549
" 41660	" 51763	" 51914	" 72699
" 41661	" 51764	" 51915	" 72700
" 41662	" 51765	" 51916	" 72706
" 41663	" 51766	" 51917	" 72710
" 41664	" 51767	" 51918	" 72712
" 41665	" 51768	" 51919	" 72717
" 41666	" 51769	" 51920	" 72718
" 41667	" 51770	" 65357	" 72757
" 41668	" 51771	" 65358	" 72758
" 41669	" 51772	" 65359	" 72759
" 41670	" 51773	" 65360	" 72760
" 41671	" 51774	" 65361	" 72761
" 41672	" 51775	" 65362	" 72762
" 41673	" 51776	" 65363	" 72763
" 41674	" 51777	" 65364	" 72764
" 51689	" 51778	" 65365	" 72765
" 51690	" 51779	" 65366	" 72766
" 51695	" 51780	" 65367	" 72767
" 51733	" 51781	" 65368	" 72768
" 51735	" 51782	" 65369	" 72769
" 51736	" 51783	" 65370	" 72770
" 51737	" 51784	" 65371	" 72771
" 51738	" 51785	" 65372	" 72772
" 51739	" 51786	" 65373	" 72773
" 51740	" 51787	" 65374	" 72774
" 51741	" 51788	" 65375	" 72775
" 51742	" 51789	" 65376	" 72777
" 51743	" 51790	" 65377	" 72778
" 51744	" 51791	" 72523	" 72779
" 51745	" 51792	" 72524	" 72780
" 51746	" 51793	" 72526	" 72781
" 51747	" 51794	" 72530	" 72782
" 51748	" 51795	" 72531	" 72783
" 51749	" 51843	" 72534	" 72784

RPTG MARK/
CAR NO

ACFX 72785
" 72786
" 72787
" 72788
" 72789
" 72790
" 72791
" 72792
" 72793
" 72794
" 72795
" 72796
" 72797
" 72798
" 72799
" 72800
" 72801
" 72802
" 72803
" 72804
" 72805
" 72806
" 72807
" 72808
" 72809
" 72810
" 72811
" 72812
" 72813
" 72814
" 72815
" 72816
" 72817
" 72833
" 72835
" 72836
" 72837
" 72840
" 72841
" 72842
" 72843
" 72844
" 72846
" 72847
" 72848
" 72849
" 72850
" 72851
" 72852

RPTG MARK/
CAR NO

ACFX 72853
" 72855
" 72856
" 72857
" 72863
" 72864
" 72866
" 72868
" 72870
" 72871
" 72872
" 72873
" 72874
" 72875
" 72877
" 72880
" 72881
" 72882
" 72883
" 72884
" 72885
" 72886
" 72887
" 72888
" 72889
" 72890
" 72891
" 72892
" 72893
" 72894
" 72895
" 77429